

WOLLMUTH MAHER & DEUTSCH LLP  
500 Fifth Avenue  
New York, New York 10110  
(212) 382-3300  
James N. Lawlor

Proposed Attorneys for Word World, LLC

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

WORD WORLD, LLC,

Debtor and Debtor-in-Possession.

Case No: 11-\_\_\_\_\_ ( )

Chapter 11

**DECLARATION CONCERNING  
LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

I, the undersigned authorized officer of Word World, LLC, the debtor and debtor-in-possession in the above-captioned matter (the "*Debtor*"), and declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims against the Debtor, and that the list is true and correct to the best of my information and belief.

Word World, LLC

By: 

Name: Don Moody

Title: CEO and Manager

Dated: February 10, 2011  
New York, New York

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**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the creditors holding the 20 largest unsecured claims against the above-captioned debtor, Word World, LLC (the “**Debtor**”). The list has been prepared from the Debtor’s unaudited books and records. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtor’s Chapter 11 case. The list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. The information presented herein does not constitute an admission of liability by, nor is it binding on the Debtor, and nothing provided herein shall affect the Debtor’s right to challenge the amount or characterization of any claim at a later date.

(1) <i>Name of creditor and complete mailing addressing including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also indicate value of security]</i>
PCEP II WW Holdings, Inc. One Bridge Plaza Suite 695 Fort Lee, NJ 07024	PCEP II WW Holdings, Inc. One Bridge Plaza Suite 695 Fort Lee, NJ 07024 Attn: Jim Jahnke E-mail: <a href="mailto:JJahnke@palcap.com">JJahnke@palcap.com</a>	Noteholder		\$3,298,112.98

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

**In re Word World, LLC**

Case No. \_\_\_\_\_ ( )

Debtor.

Chapter 11

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing addressing including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also indicate value of security]</i>
Crest Animation Studio 501, Raheja Plaza L.B.S. Marg, Ghatkopar (W) Mumbai, India 400 086	Crest Animation Studio (India) 501, Raheja Plaza L.B.S. Marg, Ghatkopar (W) Mumbai, India 400 086 Attn: Max Madhaven Tel: 91 22 25197600	Trade Debt (Vendor)		\$2,263,599.00
Bardel Production Services, Inc. VP Business & Legal Affairs 548 Beatty Street Vancouver, BC V6B2L3	Bardel Production Services, Inc. 548 Beatty Street Vancouver, BC V6B2L3 Attn: VP Business & Legal Affairs Fax: 604-669-9079	Trade Debt (Vendor)		\$1,106,025.00
Spin Master, LTD 450 W Front Street Toronto, ON M5V1B6	Spin Master, LTD 450 W Front Street Toronto, ON M5V1B6 Attn: Chris Harris Fax: 416-542-1677	Trade Debt (Vendor)		\$784,577.00
John Lee 40 Kean Road Short Hills, NJ 07078	John Lee 40 Kean Road Short Hills, NJ 07078 Attn: John Lee E-mail: <a href="mailto:john_lee@callaway.com">john_lee@callaway.com</a>	Deferred Compensation		\$400,000.00
Alex Kay 225 Underhill Road South Orange, NJ 70709	Alex Kay 225 Underhill Road South Orange, NJ 70709 Attn: Alex Kay Tel: 973-275-1650 E-mail: <a href="mailto:akay@wordworld.com">akay@wordworld.com</a>	Deferred Compensation		\$339,328.00

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

**In re Word World, LLC**

Case No. \_\_\_\_\_ ( )

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Chapter 11

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Alan Fournier 26 Main Street suite 203 Chatham, NJ 7928	Alan Fournier 26 Main Street suite 203 Chatham, NJ 07928 Attn: Alan Fournier Tel: 973-701-9005 E-mail: <a href="mailto:alan@pennantcapital.com">alan@pennantcapital.com</a>	Noteholder		\$305,896.39
C2 Capital Rm 5201, Building S 436 Jumen Roa, Luwan District Shanghai China 200023	Chih Cheung Rm 5201, Building S 436 Jumen Roa, Luwan District Shanghai China 200023 Tel: 011-86-2158403380 E-mail: <a href="mailto:chiheung@gmail.com">chiheung@gmail.com</a>	Trade Debt (Vendor)		\$250,000
Joseph Pelligrino 17 Nugent Street New Hyde Park, NY 11040	Joseph Pelligrino 17 Nugent Street New Hyde Park, NY 11040 Attn: Joseph Pelligrino Tel: 973-701-9005 E-mail: <a href="mailto:joepelle@optonline.net">joepelle@optonline.net</a>	Noteholder		\$236,499.20
David Kay 11850 Maidstone Drive West Palm Beach, FL 33414	David Kay 11850 Maidstone Drive West Palm Beach, FL 33414 Attn: David Kay E-mail: <a href="mailto:davidatpb@comcast.net">davidatpb@comcast.net</a>	Noteholder		\$210,647.26
Fiametta Button Flat 13 17/18 Nevern Place London SW59NR	Fiametta Button Flat 13 17/18 Nevern Place London SW59NR	Noteholder		\$210,647.26

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(Continuation Sheet)

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Morton Silver 225 Park Avenue South 2nd Fl New York, NY 10003	Morton Silver 225 Park Avenue South 2nd Fl New York, NY 10003 Attn: Morton Silver E-mail: <a href="mailto:chief@orda.com">chief@orda.com</a>	Noteholder		\$210,647.26
Stanley Arkin P.O. Box 1457 Amagansett, NY 11930	Stanley Arkin P.O. Box 1457 Amagansett, NY 11930 Attn: Stanley Arkin H Tel: 631-267-8240 Cell: 631-807-9751 E-mail: <a href="mailto:arkin@inch.com">arkin@inch.com</a>	Noteholder		\$210,647.26
Steven Bassock 84 Turning Mill Lane New Canaan, CT 6840	Steven Bassock 84 Turning Mill Lane New Canaan, CT 06840 Attn: Stephen Bassock E-mail: <a href="mailto:sbassock@optonline.net">sbassock@optonline.net</a>	Noteholder		\$210,647.26
Armory Ross 169 Wellington Avenue Newport, RI 02840	Armory Ross 169 Wellington Avenue Newport, RI 02840 Attn: Armory Ross E-mail: <a href="mailto:ross.amory@gmail.com">ross.amory@gmail.com</a>	Noteholder		\$177,374.40
George Lucas 19 Bay Ridge Rd Key Largo, FL 33037	George Lucas 19 Bay Ridge Rd Key Largo, FL 33037 Attn: George Lucas Tel: 732-741-3270 E-mail: <a href="mailto:glucas@lucascapital.com">glucas@lucascapital.com</a>	Noteholder		\$183,537.83
Mary Clancy 4 Vince Road Somerset, NJ 08873	Mary Clancy 4 Vince Road Somerset, NJ 08873 Attn: Mary Clancy	Noteholder		\$183,537.83

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(Continuation Sheet)

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Chapter 11

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Bradley Razook 260 Locust Avenue Rye, NY 10580	Bradley Razook 260 Locust Avenue Rye, NY 10580 Attn: Bradley Razook E-mail: <a href="mailto:brazook@csreit.com">brazook@csreit.com</a>	Noteholder		\$172,342.47
Laurent deMarval 280 Park Avenue 10 <sup>th</sup> Floor New York, NY 10017	Laurent deMarval 280 Park Avenue 10 <sup>th</sup> Floor New York, NY 10017 Attn: Laurent deMarval E-mail: <a href="mailto:ldemarval@csreit.com">ldemarval@csreit.com</a>	Noteholder		\$172,342.47
Peter Pickett 80 East End Avenue #15E New York, NY 10028	Peter Pickett Attn: Peter Pickett E-mail: <a href="mailto:ppickett@csreit.com">ppickett@csreit.com</a>	Noteholder		\$172,342.47